

This document is an English translation of an invitation to submit offers to sell shares of Netia S.A. announced by Cyfrowy Polsat S.A. The Polish language version of the said invitation is the only binding version of the said invitation. This translation of the said invitation into English has been prepared solely for the convenience of its recipients and has no legal effect. Although every effort was made to ensure the accuracy of the English translation of the said invitation, Cyfrowy Polsat S.A., its advisors and persons acting on behalf of Cyfrowy Polsat S.A. as well as its other agents assume no liability for any errors, omissions or inaccuracies in the English translation of the said invitation.

*This invitation to submit sale offers (the “**Invitation**”) is not a tender offer for the sale or exchange of shares referred to in Article 73 et seq. of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies of 29 July 2005 (the “**Public Offering Act**”). In particular, this Invitation is not governed by the provisions of Article 77 and 79 of the Public Offering Act nor the provisions of the Ordinance of the Minister of Development and Finance of 14 September 2017 on the forms of tender offers to subscribe for the sale or exchange of shares in a public company, the detailed procedures of the announcement thereof, and the conditions for acquiring shares pursuant to such tender offers (the “**Tender Offer Ordinance**”). This Invitation is not an offer within the meaning of Article 66 of the Civil Code of 23 April 1964 (the “**Civil Code**”). This Invitation is not an offer to purchase or a solicitation to sell any securities, in particular in any jurisdiction where making such offers or conducting such solicitation would be unlawful, or it would require any permits, notifications or filings to be lawful. This Invitation is not an investment advice activity and does not provide any investment, legal or tax advice. The shareholders to whom this Invitation is addressed are urged to consult at their own discretion with their respective investment, legal or tax advisors in matters related to this Invitation. Each shareholder responding to this Invitation will bear all legal, financial or tax consequences of his investment decisions. This Invitation is not required to be approved by or submitted to the Polish Financial Supervision Authority or any other public authority.*

NETIA S.A.

*(a joint stock company with registered office in Warsaw, 13 Poleczki Street, 02-822 Warszawa, registered in the Register of Entrepreneurs of the National Court Register under No. 0000041649) (“**the Company**”)*

**INVITATION
TO SUBMIT OFFERS TO SELL SHARES OF NETIA S.A.**

1. Purchase Shares

This Invitation concerns **47,667,885** (forty seven million six hundred sixty seven thousand eight hundred eighty five) dematerialized ordinary bearer shares with the nominal value of PLN 1.00 each, issued by the Company and registered by the National Depository for Securities (*Krajowy Depozyt Papierów Wartościowych S.A.* – the “**KDPW**”) under ISIN code PLNETIA00014, representing 14.20% of the Company’s share capital and vesting the right to exercise 14.20% of the total number of votes at the General Meeting of the Company (the “**Purchase Shares**”, and each individually a “**Purchase Share**”). One Purchase Share carries one vote at the General Meeting of the Company. The Purchase Shares are not the subject of organized trading.

2. The entity inviting to submit offers to sell, and the entities purchasing the Purchase Shares

The entity issuing this Invitation to submit offers to sell the Company shares and acquiring the Company’s shares in response to this Invitation is Cyfrowy Polsat S.A. with its registered office in Warsaw, address: ul. Łubinowa 4A, 03-878 Warszawa, registered in the Register of Entrepreneurs, maintained by the court for the Capital City of Warsaw in Warsaw, 14th Business Registration Section of the National Court Register under KRS No. 0000010078 (“**CP**” or “the Purchasing Entity”).

As at the date of this Invitation CP holds 249,286,321 shares of the Company representing in total ca. 74.29% of its share capital and vesting the right to exercise 249,286,321 of the total number of votes at the General Meeting of the Company, accounting for ca. 74.29% of votes at the General Meeting of the Company.

3. Purchase Price

The proposed purchase price for each Purchase Share under this Invitation is **PLN 7.0000** (seven zloty, 00/100 per one Purchase Share (the “**Purchase Price**”).

4. The entity intermediating in the implementation and settlement of this Invitation

The entity intermediating in the implementation and settlement of this Invitation is:

Trigon Dom Maklerski S.A.
ul. Mogilska 65
31-545 Kraków tel.:
+ 48 22 330 11 11
fax: + 48 22 330 11
12 www.trigon.pl
(the “**Brokerage House**”)

5. Time Schedule for implementation of the Invitation

Publication of this Invitation:	23 June 2021
Commencement date of accepting the Sale Offers (the “ Commencement Date ”):	24 June 2021
Ending date of accepting the Sale Offers (the “ Ending Date ”)	1 July 2021

Expected date for the transfer of ownership of the Purchase Shares outside the regulated market and settlement of the purchases of the Purchase Shares through the KDPW: 6 July 2021

The Purchasing Entity reserves the right to withdraw from this Invitation at any time, also after the commencement of the period of accepting the Sale Offers, as well as the right to change any elements of the time schedule concerning this Invitation provided above. If the Purchasing Entity withdraws from the Invitation or the time schedule for the Invitation described above is amended, relevant information will be published in the same way as this Invitation, as well as on the website of the Brokerage House (www.trigon.pl).

6. Entities eligible for submitting offers to sell the Purchase Shares in response to this Invitation

All shareholders of the Company are eligible for submitting sale offers for the Purchase Shares in response to this Invitation (the “**Sale Offers**”). This means any entities which, at the time of acceptance of a given Sale Offer, have the Company’s shares recorded on their securities accounts or have the Purchase Shares recorded for them on collective accounts (the “**Shareholders**”).

The Purchase Shares offered for sale in response to this Invitation must be free from any encumbrances (in particular any ordinary, treasury, registered or financial pledge, attachment in enforcement proceedings, options, right of first refusal and any other priority rights, as well as any other rights, encumbrances or restrictions inuring in favor of third parties, whether as collaterals or as obligations).

7. Process of submitting Sale Offers

Prior to submitting their Sale Offers the Shareholders should become acquainted with the procedures and regulations related to issue of share certificates, of the investment banks and firms which maintain the securities accounts on which the Purchase Shares are recorded, in terms of issuing of deposit certificate as well as blocking and releasing the Purchase Shares, especially the deadlines/times applied by a given investment firm or bank, as well as fees collected by investment firms or banks for the above operations.

On the date of commencement of acceptance of Sale Offers, the Brokerage House will open a register in which the Sale Offers submitted by Shareholders in response to this Invitation will be recorded until the Ending Date.

The Shareholders wishing to place a Tender Offer for Shares should place the Offer with the party maintaining their securities account on which the Acquired Shares are kept. The offer should be placed together with an instruction to block the Acquired Shares, with such an instruction remaining valid till the date of clearing the share purchase transaction for the Shares Acquired on the terms of the Invitation.

If the Acquired Shares are recorded on a securities account maintained by a custodian bank or on an omnibus account maintained by a custodian bank, the Shareholder should place the Tender Offer for Shares, along with an instruction to block the Acquired Shares, with the instruction's validity till the date of clearing the share purchase transaction for the Shares Acquired on the terms of the Invitation. The Tender Offer and the instruction shall be placed with the party with whom the Shareholder has concluded an agreement for accepting and processing of orders. Such a Party shall send the instruction to have the shares blocked to the custodian bank maintaining a respective securities account or an omnibus account, while the custodian bank will subsequently acknowledge blocking the Shares on a securities account or on an omnibus account.

The Party accepting the Tender Offer for Shares shall send the confirmation of acceptance of the Tender Offer to the Shareholder.

The Tender Offer must be unconditional and irrevocable. The Tender Offer may not contain any restrictions and it will be binding upon the person placing it until the clearance date or until the date the Share Sales Offer is cancelled. All the consequences, including the Share Sales Offer invalidity in particular, arising from improper preparation and placing of the Share Sales Offer shall be borne by the Shareholder placing the Share Sales Offer.

The full set of the forms required to place a Share Sales Offer by the Shareholders has been sent to the parties keeping the securities accounts - the members of KDPW (National Depository of Securities).

8. Cancellation of the Invitation

In the time until the transfer of the ownership of the Purchase Shares, the Purchasing Entity reserves the right to cancel and withdraw from this Invitation, in full or in part, on or before the Transaction Date, in particular to withdraw, at its own discretion and at any time, whether before or after the commencement of the Sale Offers acceptance period, from the purchase from selected Shareholders, of the Purchase Shares which are offered for sale in response to this Invitation.

If this Invitation is cancelled, appropriate information will be published in the same way as this Invitation, as well as on the website of the Brokerage House (www.trigon.pl).

If this Invitation is cancelled, neither the Purchasing Entity, nor the Brokerage House will be liable to reimburse any costs incurred by the Shareholders, their proxies or statutory representatives in relation to the submission of Sale Offers, or in relation to any other actions necessary to submit the Sale Offers, nor will they be liable for any damages.

9. Purchase of the Purchase Shares from the Shareholders and reductions

The Purchasing Entity will accept the Sale Offers submitted within the acceptance period of the Sale Offers, in accordance with the terms set out in this Invitation.

If the Purchasing Entity receives Sale Offers for a the total number of Purchase Shares which is bigger than the number of the Purchase Shares that the Purchasing Entity intends to buy in response to the Invitation (as indicated in point 1 of the Invitation), then the Purchasing Entity will reduce the number of Purchase Shares that will be purchased from the Shareholders at the Purchasing Entity's discretion. Only the Sale Offers submitted in accordance with the terms of the Invitation will be accepted. The Purchasing Entity reserves the option of not accepting the selected Share Sale Offers. In particular, the Sale Offers submitted on incomplete or incorrectly completed Sale Offer forms will not be accepted. The Purchasing Entity will purchase the Purchase Shares in transactions outside the regulated market. The transfer of ownership of the Purchase Shares from the Shareholders who submitted valid Sale Offers to the Purchasing Entity will be settled through the deposit and clearance system operated by the KDPW. Fractional parts of the Purchase Shares will not be purchased under this Invitation.

10. Payment of the Purchase Price; settlement costs

The Purchasing Entity will pay the Purchase Price for the Purchase Shares in accordance with the terms set out in this Invitation.

The Purchase Price for the Purchase Shares purchased by the Purchasing Entity under this Invitation will be paid through the KDPW settlement system, on the basis of paid settlement orders issued by the Brokerage House on behalf of the Purchasing Entity and by the entities keeping the securities accounts of the Shareholders. An amount equal to the product of (a) the number of the Purchase Shares to be sold by a given Shareholder; and (b) the Purchase Price will be transferred to the cash account of that Shareholder corresponding to the securities account on which that Shareholder's Purchase Shares were registered, and from which these Purchase Shares were transferred to the Purchasing Entity. The amount so transferred may be decreased by any commission due (if the entity conducting brokerage activity which issued the settlement order charges such commissions and in accordance with the table of fees of that entity).

The Brokerage House will charge a commission on actions taken in relation to a Sale Offer of each Shareholder submitting a Sale Offer, for whom the Brokerage House keeps a securities account. The commission will be charged at the rate appropriate for share transactions effected for the respective Shareholder. The commission amount referred to in the preceding sentence will be charged against the funds obtained from the sale of the Purchase Shares.

With respect to the Shareholder that are institutional clients and submit their Sale Offers through the Brokerage House, the Brokerage House will charge a commission of 0.10% of the transaction value, unless the client has individually negotiated a different commission rate with the Brokerage House.

11. Legal nature of this Invitation

This Invitation is not a tender offer for the sale or exchange of shares referred to in Article 73 et seq. of the Public Offering Act. In particular, this Invitation is not governed by the provisions of Article 77 and 79 of the Public Offering Act nor the provisions of the Tender Offer Ordinance.

This Invitation is not an offer within the meaning of Article 66 of the Civil Code.

This Invitation is not an offer to purchase or a solicitation to sell any securities, in particular in any jurisdiction where making such offers or conducting such solicitation would be unlawful, or it would require any permits, notifications or filings to be lawful.

This Invitation is not an investment advice activity and does not provide any investment, legal or tax advice. The Shareholders to whom this Invitation is addressed are urged to consult their respective investment, legal or tax advisors in matters related to this invitation. Each Shareholder responding to this Invitation will bear all legal, financial or tax consequences of his investment decisions.

This Invitation is not required to be approved by or submitted to the Polish Financial Supervision Authority or any other public authority.

During the period of acceptance of the Sale Offers the text of this Invitation will be available at the Points of Customer Service and on the website of the Brokerage House (www.trigon.pl).

Additional information regarding the procedure of acceptance of the Sale Offers in response to this Invitation may be obtained at the Points of Customer Service in person, or at telephone numbers +48 801 292 292 and +48 12 629 22 92 (if calling from a mobile phone), or directly from the Brokerage House at: +48 22 330 11 11.

Purchasing Entity:

[on behalf of Cyfrowy Polsat S.A.]